



First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

December 13, 2002

RECEIVED  
DEC 18 2002  
MAIL  
MANAGEMENT  
JTB

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

RECORDATION NO. 23747-E FILED

DEC 19 12 10-07AM

Re: Memorandum of Lease Agreement

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 20, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23747.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Sundance Products Inc.  
1425 Candler Road  
Gainesville, GA 30507

A description of the railroad equipment covered by the enclosed document is seven (7) 5851 cubic foot capacity covered hopper cars, with FURX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone  
Manager of Documentation

Enclosures

(SUPR007)

ASSGN. NO.: SUPR007

MEMORANDUM OF LEASE

20th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of November, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Sundance Products Inc., a Georgia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of December 11, 2002, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing  
Executed on this 20th day of November, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

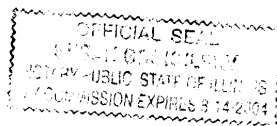
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of November, 2002.

[Signature]  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



RECORDATION NO. 23747-E FILED

DEC 19 02

10-07AM

SURFACE TRANSPORTATION BOARD

LESSEE:

SUNDANCE PRODUCTS INC.

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: Claudia Stein Martin  
Name: CLAUDIA STEIN MARTIN  
Title: VP FINANCE

Executed on this 14 day of Nov, 2002.

[CORPORATE SEAL]

STATE OF Georgia  
COUNTY OF Hall

I, Pamela D. Rich, a Notary Public of the County and State aforesaid,  
certify that Claudia Stein Martin personally appeared before me this day and  
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14<sup>th</sup> day of November, 2002.

Pamela D. Rich  
Notary Public

My Commission Expires:

Notary Public, Hall County, Georgia  
My Commission Expires June 19, 2005  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:	Seven (7) cars
DESCRIPTION OF CARS:	5851 cu. ft. lined plastic pellet covered hopper cars with pneumatic gates and round hatch covers
CAR NUMBERS:	FURX 870055, 870060, 870061, 870064, 870068, 870073, 870092